

THE FLORIDA PROVIDERS FOR TRAFFIC SAFETY, INC.

BY-LAWS

ARTICLE I

Name and Purpose

SECTION 1 - The name of this association shall be The Florida Providers for Traffic Safety, Inc. (TFPTS), a not for profit, non-governmental, Florida corporation, hereinafter referred to in these by-laws as the "association."

- A. The organization is organized exclusively for charitable, educational, and/or scientific purposes under section 501 (c) (3) of the Internal Revenue Code.
- B. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence Federal legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code.

SECTION 2 - The headquarters of the association shall be located in the office of the registered agent.

SECTION 3 - The purposes for which this association is organized are as follows:

- A. To conduct such activities and programs as determined by the association to promote the broad concept of highway safety in the state of Florida;
- B. To contribute to the dignity, growth, development, and upgrading of the traffic safety programs;
- C. To uphold the ethics and ideals of TFPTS;

- D. To maintain standards of the traffic programs provided by the members of TFPTS above those set by local, state, and federal governments and,
- E. To furnish instructional and educational information to the public and traffic safety organizations, for public education, safety, and welfare.

SECTION 4 - Notwithstanding any other provision of these articles, this organization shall be formed as a not for profit organization.

ARTICLE II

Membership

SECTION 1 - Charter membership in the association will be limited to those organizations joining as a member on or before June 1, 2008, under the criteria listed below for Provider, Affiliate or Program membership. Said charter members shall be listed as such in the Articles of Incorporation.

- A. Provider membership in the association will be limited to those organizations holding current course approval under Rule 15A-8.002(7), F. A. C., and/or their designated representative. Providers requesting membership in the association must complete an application for membership, including documentation of current course approval(s) as specified above under Rule 15A-8.002(7), F.A.C. that will be reviewed by the Membership Committee for a recommendation to the membership.
- B. Affiliate memberships in the association shall include related industry organizations that may or may not be represented by a provider under Article II, Section 1(A) above. Such memberships may include, but not be limited to, community traffic safety committees, safety council associations, and driving school associations. Organizations requesting membership as an affiliate member must complete an application for membership that will be reviewed by the Membership Committee for a recommendation to the membership.
- C. Program memberships in the association shall include driver improvement and commercial driving schools that may or may not be represented by a provider under Article II, Section 1(A) above. Schools requesting membership as a Program member must complete an application for membership that will be reviewed by the Membership Committee for a recommendation to the membership.
- D. Professional memberships shall include individuals in the field of traffic law, highway safety, and/or substance abuse education, traffic

enforcement, traffic engineering, emergency medical services, and other highway safety advocates who are committed to solving traffic safety problems. The membership fee shall be determined by the vote of the membership, to be paid on an annual basis. The Professional membership will include a certificate of membership, which will state the date of issuance and expiration. The Professional member may attend meetings and may chair or serve on committees, but may not be a voting member of the organization.

Each provider, affiliate, and program membership shall have one vote and have the same privileges under the by-laws. The dues, however, may be different for each as set by the membership in Article II, Section 4. Each organization shall apply for only one (1) membership level and must be at the highest applicable level for that organization.

SECTION 2 - The chief paid staff executive of the member organization shall be the "designated voting representative." The aforementioned executive may designate a full-time, paid staff person, by written proxy, in his/her absence.

SECTION 3 - Any program that would join at any given time during the year would begin its fee payment cycle in the month of joining.

SECTION 4 - Dues for membership will be set by vote of the membership. Dues shall be paid on at least on a monthly basis and may be paid quarterly in advance. Any member who is more than 90 days in arrears in payment of the dues shall be considered delinquent and membership may be terminated upon recommendation of the Executive Committee.

SECTION 5 – Any member of this association may resign by submitting written notice to the President. Said resignation shall become effective immediately or on the date specified in the notice.

SECTION 6 - The loss of DHSMV certification as a course provider, as noted in Section 1 above, shall result in immediate termination as a member of the organization, and require application or reapplication as outlined in Article II, Section 1, above. Any significant change in the corporate structure, association representative(s), address or other contact information of an affiliate organization or program member must be reported in writing to the association secretary within 30 days of said change.

SECTION 7 - All members shall sign a "statement of ethics" which indicates that they will serve in the best interest of all concerned members and not act to primarily enhance their specific organization or financial condition. This oath must be signed at the time of their nomination.

SECTION 8 – All reports or claims of violation(s) of the TFPTS by-laws or actions contrary to the purpose of TFPTS shall be reported in writing to the Committee on Standards and Ethics. The Committee on Standards and Ethics will review the report

or claim and provide a written report to the Executive Committee before a final recommendation for remedy or action is brought before the membership.

ARTICLE III

Meetings

SECTION 1 - Membership meetings of the association shall occur at least twice a year.

Special membership or Executive Board meetings of the association may be called by order of the President or by any three (3) members specifying the reason for the meeting in their request. Written notification of specially called membership meetings must be provided to all members at least ten (10) days prior to the meeting date and must include the reason for the meeting.

Emergency membership or Executive Board meetings of the association may be called by order of the President or by any three (3) members of the Executive Board, specifying the reason for the meeting in their request. Written notification of emergency called meetings must be provided to all members of the association at least twenty-four (24) hours prior to the meeting date and must include the reason for the meeting.

SECTION 2 - The quorum for a meeting of the association shall be a majority of the association members. A quorum for an Executive Board meeting shall be a majority of the Executive Board members.

SECTION 3 - Each member shall be entitled to one vote at the regular meetings or at specially called meetings. New members shall not have voting privileges until 60 days after their approval as a member.

SECTION 4 - The fiscal year shall be January 1st through December 31st.

SECTION 5 - The annual meeting shall be held by December 31st of each year.

SECTION 6 – Meetings may be held by electronic or telephonic means with notice as provided in Article III, Section 1.

ARTICLE IV

Officers / Executive Board

SECTION 1 - The Officers / Executive Board of this association shall be elected by the membership at the annual meeting each year and shall be as follows:

- A. President
- B. Vice-President / Legislative / Rules / Ethics
- C. Vice-President / Membership / Public Relations
- D. Vice-President / Liaison
- E. Treasurer

- F. Secretary
- G. At Large Members (2)

Officers shall be paid staff executives of their respective provider or program, or serve as an officer of the organization represented by their affiliate membership. The Executive Board shall have general charge of administration of the business affairs and activities of the organization under the policies and goals as approved by the membership.

SECTION 2 - The duties of the officers are as follows:

- A. President - The President shall preside at all meetings of the members, Executive Board, and specially called meetings, and shall cause the reading of an anti-trust statement at each meeting. The President shall be an ex-officio member of all committees.
- B. Vice President - The Legislative Vice-President shall in the absence of the President be vested with all the powers of the President. All Vice-Presidents shall be in charge of their respective functional committees and other duties as assigned by the Executive Board.
 - Legislative / Rules - Take actions upon the legislative and rules changes as directed by the Executive Board and membership.
 - Ethics – Shall ascertain and investigate any charges that any member is not operating in accordance with the FPTS ethics statement.
- C. Vice President -Membership / Public Relations - Recruit eligible driver improvement programs, as defined in Article II, Section 1. Devise and implement plans to create public and governmental awareness and knowledge of driver improvement programs in order to fulfill our purpose.
- D. Vice President - Liaison - Identify opportunities and initiate interaction with related agencies and other organizations. Initiate government and private sector support for the Legislative and Public Relations Committees.
- E. Treasurer - The Treasurer shall be in charge of all monies and shall be the preferred signer of all checks. The Treasurer shall serve on the Finance Committee and accurately report the status of the association accounts at the association meetings.
- F. Secretary - The Secretary shall keep a record of all minutes of the association and maintain a copy of all association records.

- G. There is no designated line of succession for election to the office of President or any office on the Executive Board.

SECTION 3 - All officers shall enter upon their official duties at the end of the meeting at which they were elected and serve for a term of one year or until their successors shall be duly elected.

SECTION 4 - Any officer may resign by a thirty- day (30) written notice to the President or Secretary of the association. Any officer may be removed by two-thirds (2/3) majority vote of the membership present at a meeting.

SECTION 5 - "Vacancies" in any office may be filled for the unexpired term by a majority vote of the Executive Board.

SECTION 6 - Checks may be signed by the Treasurer, President, Secretary, or Vice-Presidents of the association. Two signatures shall be necessary for check issuance.

SECTION 7 - The Executive Board shall have general supervision over all financial affairs of the association.

SECTION 8 - Under the direction of the membership, the Executive Board may hire and direct a consultant to implement the plans of the organization.

ARTICLE V

Committees

SECTION 1 - There shall be three (3) standing committees of the association: Finance, Nominating, and Standards & Ethics. The President shall appoint the chairperson and shall select no less than two (2) additional members.

- A. The Finance Committee shall be responsible for the preparation of the annual budget and audit, and for appropriate procedures and controls over expenditures.
- B. The Nominating Committee shall be responsible for nominating at least one eligible (as described in Article II, Section 1) paid staff executive for each office on the Executive Board. The committee shall be appointed no later than May and shall report all nominations at the annual meeting. The nominating committee shall consult each prospective officer in advance and ascertain that the nominee will sign the "statement of ethics" and accept the nomination. Additional nominations may be made from the floor in accordance with Robert's Rules of Order Newly Revised.

- C. The Standards & Ethics Committee shall be responsible for receiving and reviewing all reports or claims of violation of the TFPTS by-laws or actions contrary to the purpose of TFPTS, and providing a written report, including a recommendation for remedy or other disposition to the Executive Committee. This committee shall be responsible for the development of a written policies and procedures for said reviews. The Chair shall be the Legislative Vice President

SECTION 2 - The President may appoint other committees as necessary and present guidelines for their purpose.

SECTION 3 - All committee appointments are subject to approval of the Executive Board.

ARTICLE VI

Amendments

SECTION 1 - These by-laws may be amended, altered or rescinded by a two-thirds (2/3) majority vote of the members in attendance at any regular or special meeting of the membership, provided that ten-days (10) written notice be given of such meeting and that the notice contain the text of any proposed amendments. For any votes taken electronically or by telephone, the members in attendance shall be considered those members participating in the electronic or telephone vote.

ARTICLE VII

Parliamentary Authority

SECTION 1 - The latest accepted edition of Robert's Rules of Order Newly Revised shall be the parliamentary authority of the association and shall govern in all matters when not in conflict with these by-laws. The President may appoint a parliamentarian with the approval of the Executive Committee.

ARTICLE VIII

Dissolution

SECTION 1 - Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

Approved as amended this 23rd day of December 2009, at Jacksonville, Florida.